

**EXHIBIT 91 TO
HARVEY DECLARATION
REDACTED VERSION**

Staffing Orientation



Google

Staffing Orientation_Overview_060805

Introductions



Google

- Name
- Experience in recruiting
- Role & area of recruiting at Google
- Time with Google
- One thing you want to get out of the class



What we will be covering

- How is Recruitment Different at Google
- The Recruitment Process
- Google Comp & Equity
- Benefits, Immigration and Relocation

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Part I

How is recruitment different at
Google?



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Google Mission:

Organize the world's information
and make it universally
accessible and useful



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What sort of person can achieve a mission like that?



- Innovative
- High quality implementers
- Talented generalists
- Strong analytical skills
- Solution oriented mindset –You CAN get there from here

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Google Culture Fit

- Enthusiastic
- Self motivated
- Passionate
- Well rounded with outside interests
- Ethical
- Communicate openly, clearly

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Recruiter's Key Responsibilities

- **Manage the hiring process**
- **Limit corporate liability to non-solicit agreements**
- **Interview selection and guidance**
- **Influence Hiring Committee to make well-informed decisions in a timely manner**
- **Ensure candidate has a good experience**

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A successful recruiter at Google is...



-
- Smart
 - Resourceful
 - Sees both the big picture & detail
 - Efficient
 - Strong interpersonal skills
 - Able to handle stressful situations
 - Lets go of “preconceived” ideas

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Ways to be successful

- Attend all five Staffing Trainings (Orientation, ATS Workshop, Day in the Life of a Recruiting Coordinator, Life of an Offer, OWF Workshop)
- Review the new recruiter orientation checklist
- Become familiar with the organization, Google functions and products
- Be resourceful. Many of the best recruiters create their own reference tools and learn to network with each other
- MOMA and the Staffing Website

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Part II

The Recruitment Process and Other Resources



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Who else is on the Recruiting Team?

- Screeners
- Sourcers
- Candidate Engagement Specialists
- Recruiters
- Coordinators
- Interviewers
- Hiring Committees
- EMG & Larry
- Staffing Programs

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Recruitment Process



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Things to Remember

- Identify superstars early in the process
- Follow up for phone screen and interview feedback
- Keep employees appraised of where referral is in the recruiting process
- Document all actions in ATS
- Never inflate an existing offer
- Use the Higher Education Database
- Never promise anything that you can't deliver

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Recruitment Resources

- Google's Online Application
- www.google.com/jobs
- Internet job boards
- Research companies
- Communities
- Associations
- Employee referrals
- Conferences & Diversity Events

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Programs Groups

- Judy Gilbert, Director of Staffing Programs
- College relations
- Staffing analytics
- Event planning and conference support
- Training
- Special projects (code jam, marketing, etc.)
- Diversity programs
- Process improvement

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Diversity at Google

Google aspires to be an organization that reflects the globally diverse audience that our search engine and tools serve. We believe that in addition to hiring the best talent, the diversity of perspectives, ideas, and cultures leads to the creation of better products and services.



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Diversity at Google

- Employee Network Groups (such as the Google Women Engineers)
- Professional Development Series
- Domestic partner benefits
- Volunteering and support of external organizations
- K – 12 Program
- Scholarship programs for university students

You have a role to play too...by sourcing/recruiting a diverse talent pool

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Candidate Development

- Engagement philosophy
- When do we engage with a prospect?
- Focusing on (skills, experience, accomplishments)
- Handling passive candidates
- Creating & maintaining a positive candidate experience
- Steering clear from issues (please refer to diversity tab on our staffing website if you have questions regarding our do's and don'ts).

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Best Practices

- Recognize candidates first and foremost for their skills, experience, abilities, accomplishments, and potential.
- Handle candidates with care
 - Coach them through the process, and set appropriate expectations
 - Watch for latency (especially with ER's and passively sourced candidates)
 - If they don't fit your role, try to map them to another role that may be more appropriate (when in doubt send to Anand or Kishore anandb@google.com or kishore@google.com)
- Understand Google's requirements, and what others are recruiting for
- Think creatively (Diversity Workshop, Rock Star, AdWords campaign, etc.)
- Partner with Staffing Programs & Events Team
- Maintain a percentage of your time diversifying your candidate sourcing by focusing on passive URM (under represented minority) candidates

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Part III

Comp & Equity



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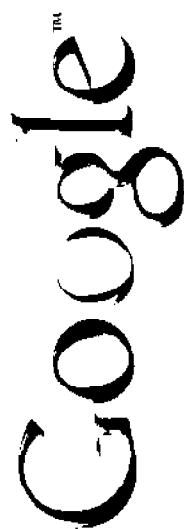


Employee Value Proposition

Reward Element		Objective	Details
INDIRECT	Work Environment & Culture	Build one of the most intelligent, highly motivated groups of employees in the world and foster a flat, collaborative work environment	
	Work Content	Provide ongoing exposure to interesting and challenging work	
	Benefits & Perquisites	Be a market leader in indirect awards in a way that adds meaningful value to employees' personal and professional lives	
DIRECT	Cash	Offer competitive compensation with a high degree of "at-risk" pay based on performance	
	Equity	Provide all employees with an ownership stake in the company	

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Training Objective

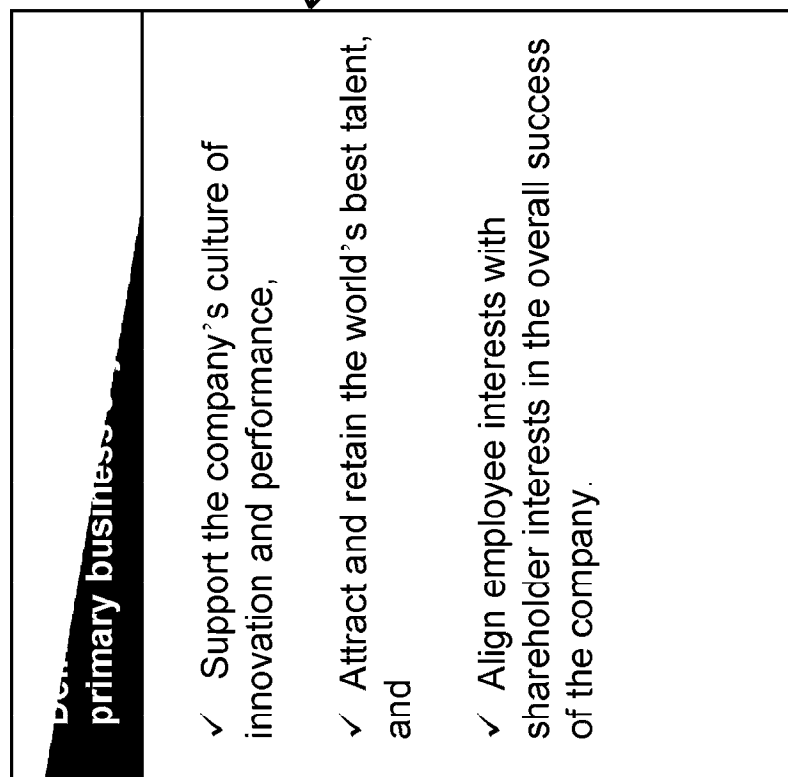
Today we will address the following

- **Google's compensation philosophy**
- **Google's company bonus program**
- **Google's equity program**





Compensation Philosophy



Pay-for-performance platform

"Leveraged" comp with increasing levels of leadership

Incentive programs offer opportunity to earn above-market total pay



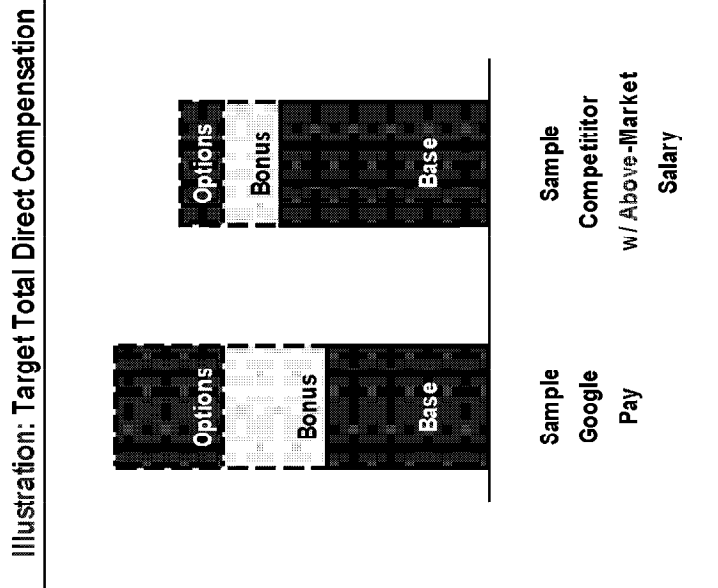


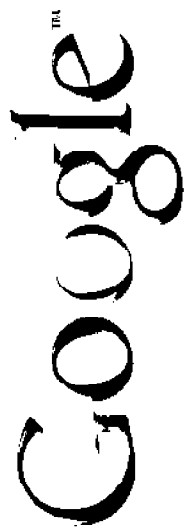
Cash Compensation: Base Salary

"Competitive" doesn't have to mean higher salaries than everyone else

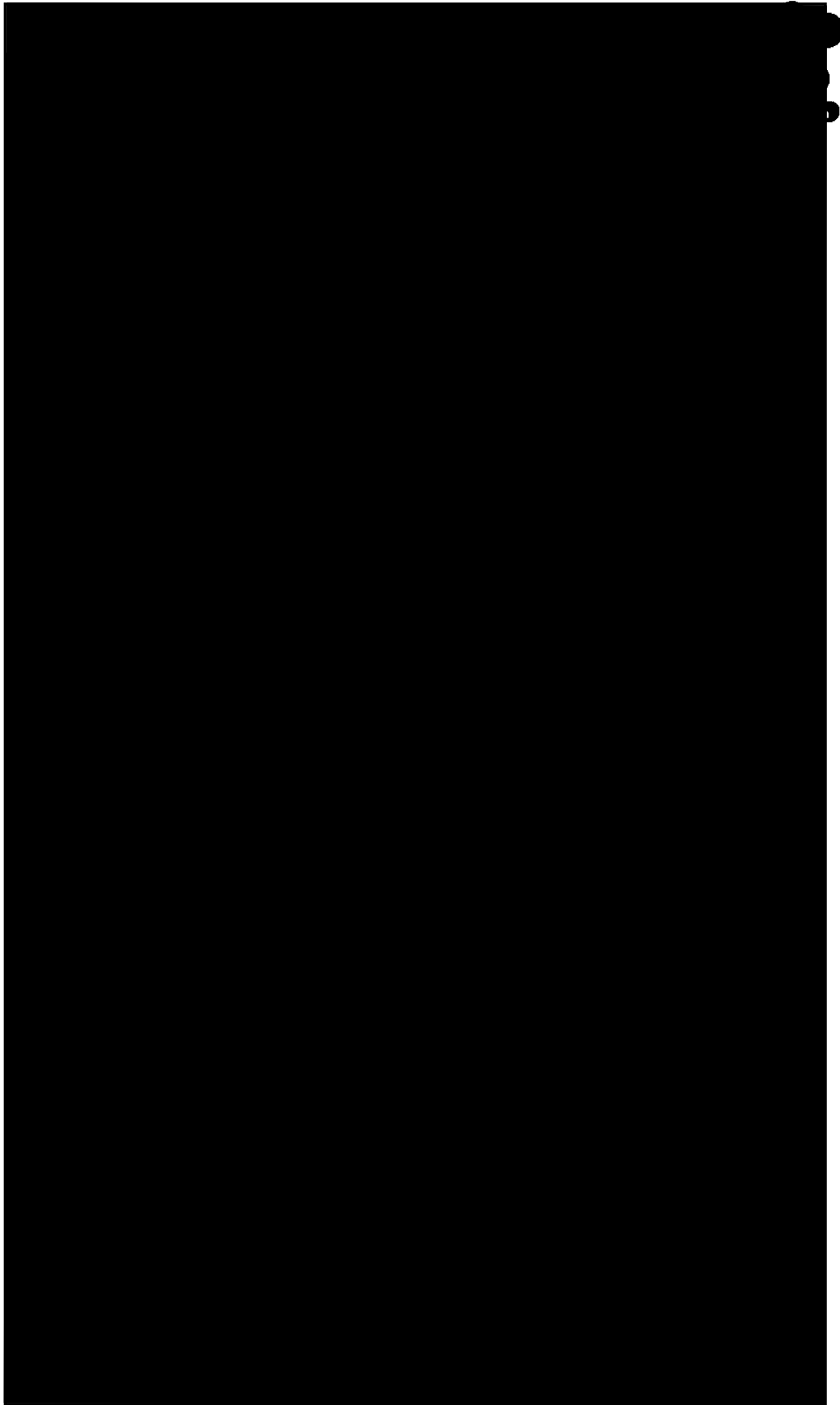
Google targets competitive market salaries and above-market variable pay

Salaries are just ***part*** of an overall pay program that delivers above-market rewards for performance





How are jobs categorized at Google?



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Cash Compensation: Company Bonus Plan

Google offers above-market target cash incentives and an opportunity to earn

[illegible]

... "market" maximum payouts are typically 1.5x – 2x target



Cash Compensation: Company Bonus Plan

Company Bonus Plan Mechanics:

Calculation Detail:

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Long Term Incentive Program

Program	Award Vehicle	Vesting	Expected Participation	Grant Timing
[REDACTED]				

↑ Today's Focus

** Note that equity programs may differ by country*

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29





Introducing GSUs

What is a Google Stock Unit (GSU)?

Definition: An award that entitles the holder to a share of Google stock when the unit vests

Example:

Initial Grant	Vesting at One Year	GSUs Vested	Shares Granted	Stock Price FMV at Vest	Total Gain to Employee at Vest
100 GSUs	25%	25 GSUs	25 Class A Google Shares	\$400	\$10,000
\times	$\left[\begin{array}{c} 25\% \end{array} \right]$	$=$	$=$	\times	$=$

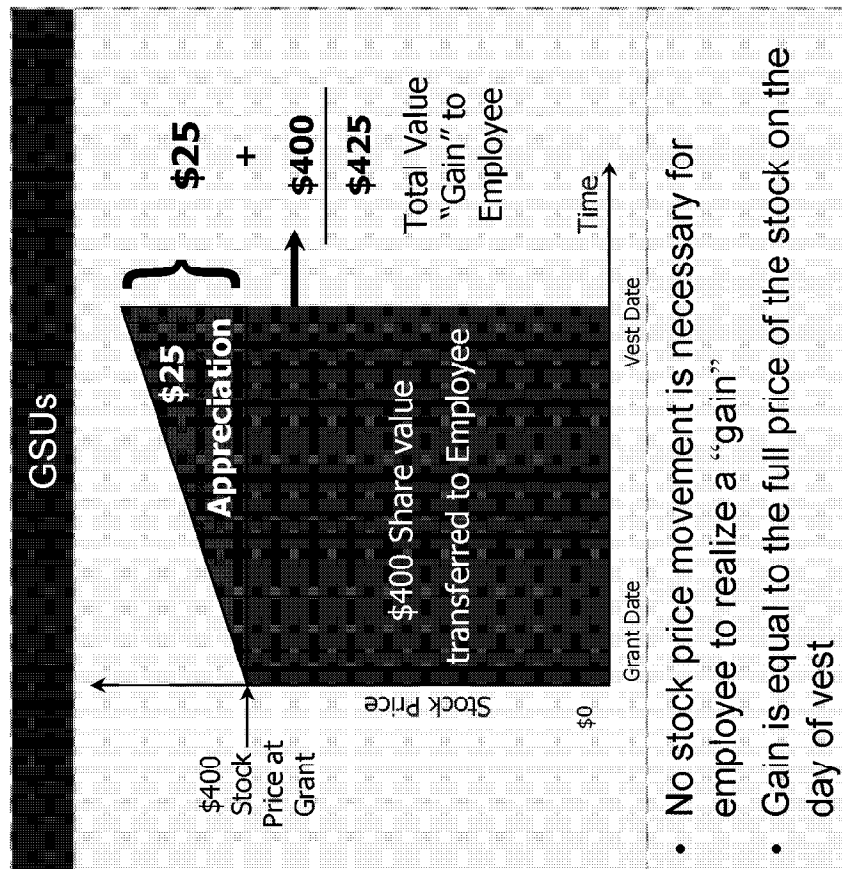
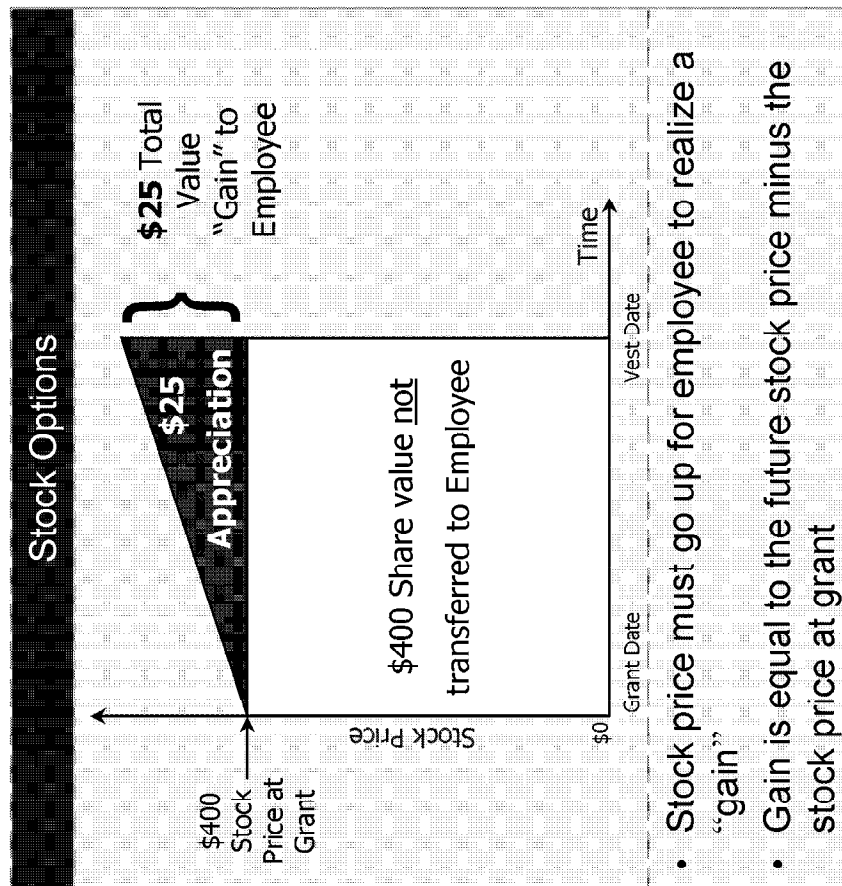
- The shares are granted ***automatically*** upon vest; no "exercise" by the holder is required
- GSU value = GOOG stock price value (i.e., 1 GSU = value of 1 share of stock)





Options vs. GSUs

What is the difference between stock options and GSUs?



Note: Growth scenario is shown as illustrative only and is not intended to be predictive





Options vs. GSUs

What about U.S. tax treatment?

Stock Options	<ul style="list-style-type: none"> Gain to the employee is taxed as ordinary income <u>when the options are exercised</u> Upon sale of acquired shares, any further appreciation is taxed at applicable capital gains rates 			
GSUs	<ul style="list-style-type: none"> Gain to the employee (i.e., full share value + appreciation/depreciation) is taxed as ordinary income <u>when the units vest</u> <ul style="list-style-type: none"> Shares are granted net of tax withholding as shown: 			
	$\begin{array}{c} \text{Total} \\ \text{GSUs} \\ \text{Vested} \end{array} = \boxed{25 \text{ GSUs}}$	$\begin{array}{c} \text{Gross Shares} \\ \text{Granted} \end{array} = \boxed{25 \text{ Class A} \\ \text{Google Shares}}$	$\begin{array}{c} \text{Employee} \\ \text{Income Taxes} \\ \text{Withheld} \end{array} = \boxed{11 \text{ Class A} \\ \text{Google Shares} \\ \text{(Rate} = 42.93\% \text{)}} =$	$\begin{array}{c} \text{Final Shares} \\ \text{Acquired} \end{array} = \boxed{14 \text{ Class A} \\ \text{Google Shares}}$
	<ul style="list-style-type: none"> Upon sale of acquired shares, any further appreciation is taxed at applicable capital gains rates 			

Note: Tax treatment varies by country

... however, Google cannot offer tax advice and managers should direct candidates to their own tax advisors

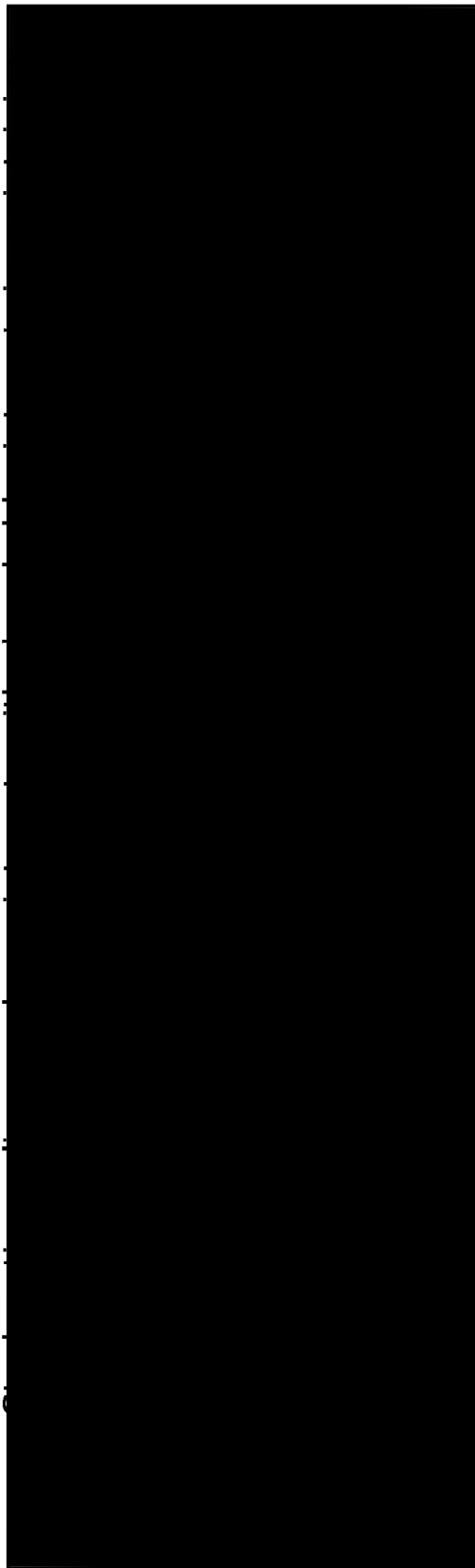




New Hire Grant Program

Google's new hire grants will be a combination of **both** stock options and GSUs

Why?

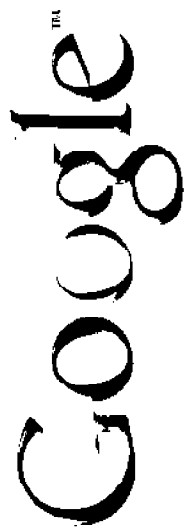


* Note that programs may vary by country

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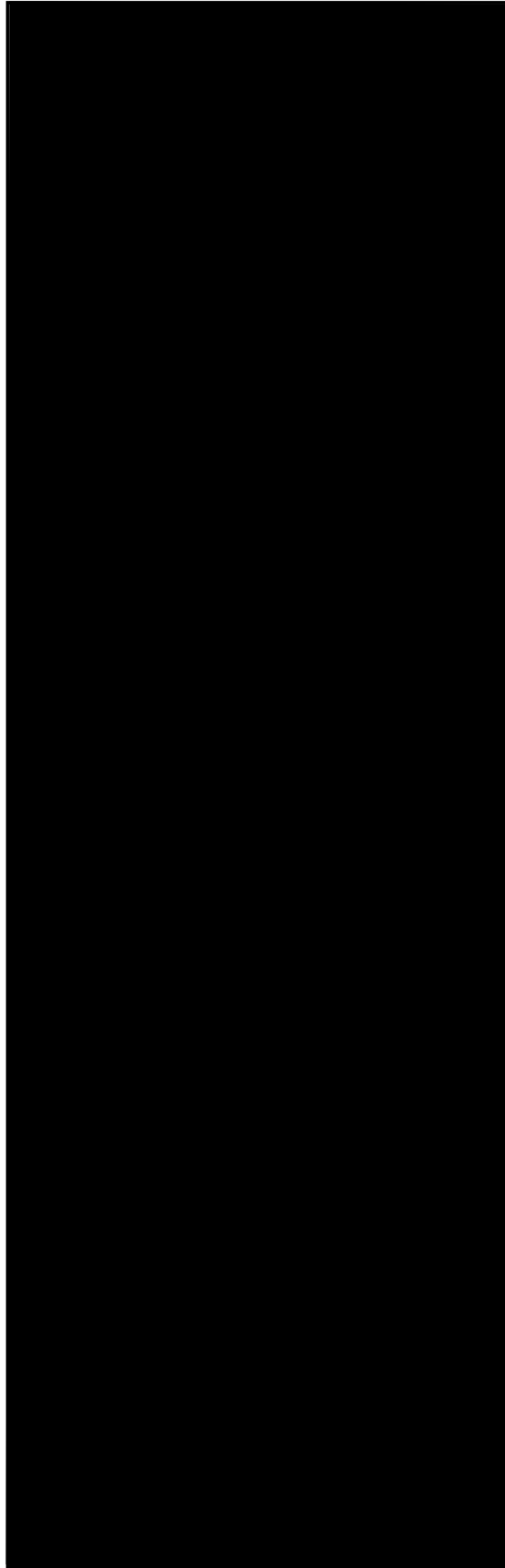
33





New Hire Grant Program

Google's new grant program positions us very favorably against competitors



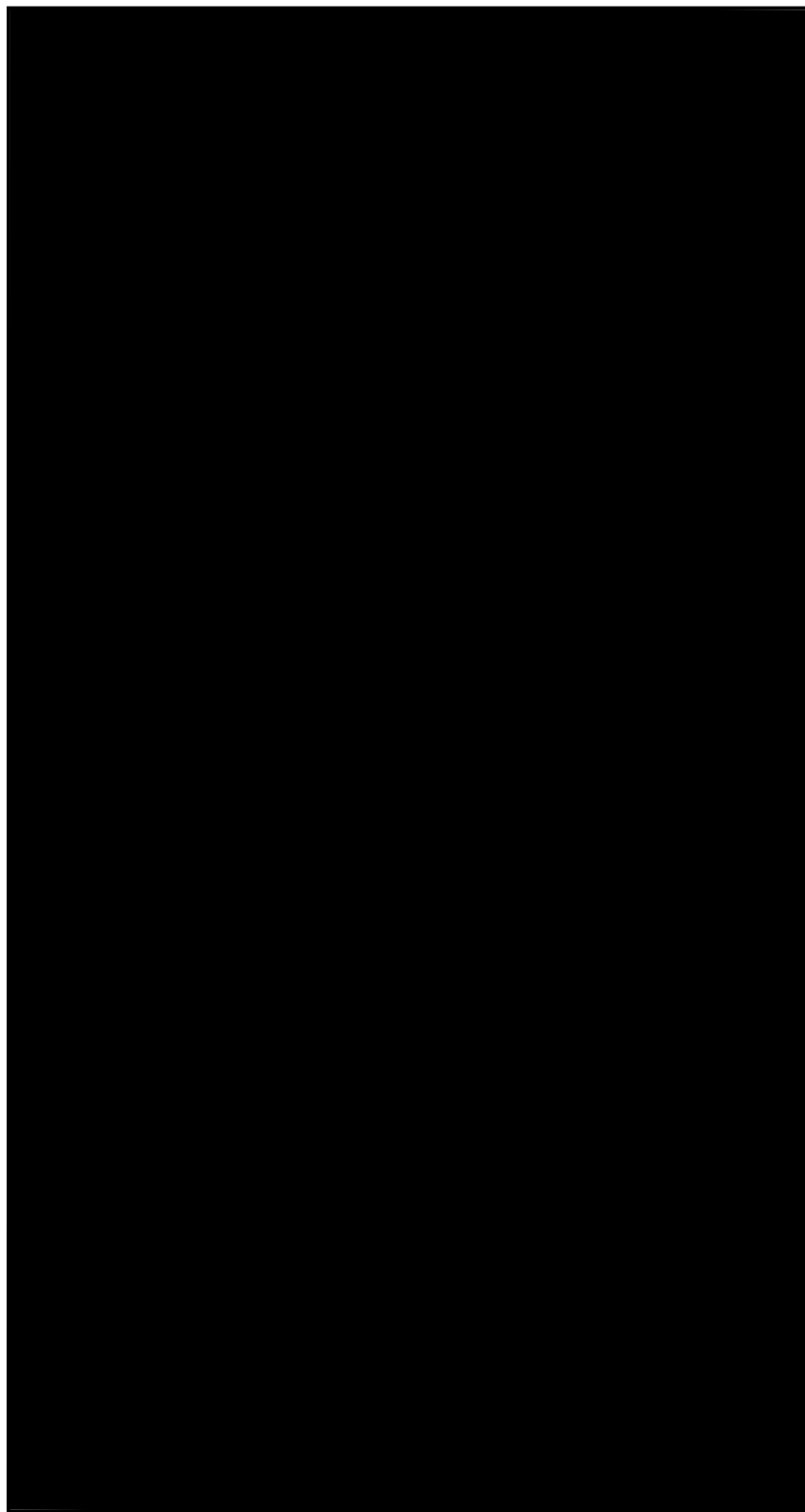
- Don't let candidates get caught in the trap of comparing number of options/units alone!
- Candidates should consider *growth scenarios* and compare offers on that basis
 - **We have provided recruiters with a modeling tool to facilitate these comparisons**
 - Candidates must make their **OWN** growth assumptions; Google cannot offer guidance on probable growth rates for any company





New Hire Grant Program

How do GSU performance features work?



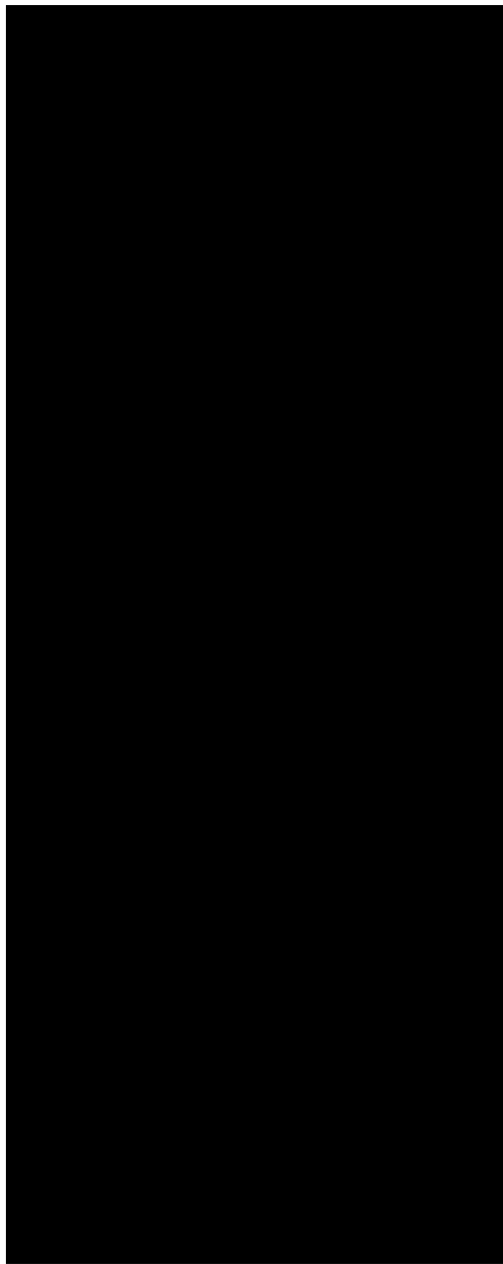
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35



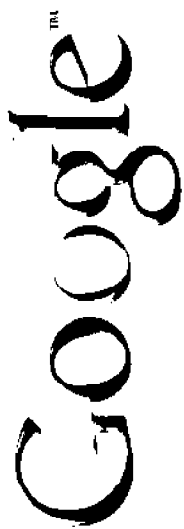
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GSU Features



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36



Key Communication Messages

Google's compensation programs support its pay-for-performance philosophy

- **Base salaries are competitive**
- **Above-market total cash is available through cash incentives, with exponentially higher payouts for higher performers**
- **Google's New Hire equity program was designed to offer candidates BOTH:**
 - An equity stake in the company's future performance, AND
 - "Meaningful" future value at grant
- **Fairness is a cornerstone of the equity program**
 - Initial grant levels are intended to be fair
 - GSU performance and fairness adjustments allow us to "correct" for unintended inequities
- **Once on board, employees will have opportunities to renew their equity stakes in Google** (through Refresher Grants and Founders Awards)





Compensation Contact List

AREA	CONTACT	EMAIL/PHONE
Comping Offers		
All Other Comp Guidance and Support		
India (All functions)		
Rest of Asia Pacific (Sales)		
Rest of Asia Pacific (EngOps, PSGA)		



Part IV

Benefits, Immigration and Relocation



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Health Benefits

- **Medical Insurance:**
 - Blue Shield PPO
 - Blue Shield OOA (outside CA)
 - Blue Shield HMO (CA only)
 - Cigna PPO
 - Cigna HMO
 - Kaiser HMO (CA only)
 - Delta Dental
 - VSP
- **Dental Insurance:**
- **Vision Insurance:**

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Financial Benefits

- 401(k) Plan through Vanguard
 - Employee contributes with a Google match up to \$2200 per year.
 - 14 investment options available.
 - 529 College Savings Investment Plan
- Flex Spending Account Plan
 - Health Spending Account
 - Dependent Care Account
 - Qualified Transportation Benefit
- 529 College Savings Plan
- Group Life Insurance
- Voluntary Life Insurance
- Short Term Disability insurance
- Long Term Disability Insurance
- Adoption assistance
- Tuition Reimbursement

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Time Off

- **Vacation:**

1 st Year	4 th Year	6 th Year
15 days	20 days	25 days

- **Holidays:**

10 paid holidays per year

- **Sick time:**

Days taken as necessary

- **Outings:**

Company outings have included all-staff ski, and summer picnic

- **Maternity leave**

- **Parental Leave**

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Perks

- Recreational facility, including pools and aerobic classes
- Healthy breakfast, lunch and dinner
- Shuttle services
- Fuel-Efficient Vehicle Incentive Program
- Gift matching
- Purchasing discounts

Onsite Services

- Carwash and oil change
- Massage
- Dry cleaning
- Hair cuts
- Doctor
- Dentist

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Immigration – Visas

- H-1Bs
 - Technical positions and some others
 - Degree required
 - H-1B Cap for NEW H-1B petitions
 - Backfill possibilities
- TN (Canada and Mexico)
 - Technical positions
 - Degree required
- J-1 (Exchange)
 - For short-term stays of 18 months or less
 - 2 year foreign residency requirement
- Must be noted in offer workflow
- Notify Keith Wolfe upon candidate acceptance

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Relocation: In-Country

- Some work experience is required to receive relocation package
- Cost to Google is between \$15-30K
- Includes:
 - Area orientation and house hunting
 - Movement of goods and car
 - Temporary housing
 - Tax gross-up
 - No financial home sale or purchase assistance
 - \$3500 lump sum bonus (paid in first paycheck minus taxes)
- Must be noted in Offer Workflow including lump sum amount
- Notify Keith Wolfe upon candidate acceptance

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Relocation: International

- Some work experience is required
- Cost to Google is between \$20-40K
- Includes:
 - Area orientation and house hunting
 - Movement of goods
 - Temporary housing
 - Tax gross-up
 - No financial home sale or purchase assistance
 - \$5000 lump sum bonus (paid in first paycheck minus taxes)
- Must be noted in Offer Workflow including lump sum amount
- Notify Keith Wolfe upon candidate acceptance

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Welcome to Google!



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